

P9500011192
LANCH, GRAHAM, FRENCH, HUNFELD, SHERMAN & FORD, P.A.

ATTORNEYS AT LAW
ESTABLISHED 1902

ERSKINE W. LANDIS (1900-1967)
JOHN L. GRAHAM (1908-1978)
THORWALD J. HUNFELD
WILLIAM E. SHERMAN
RICHARD S. GRAHAM
WILLIAM A. OTTINGER
J. DANIEL PETERSON
JOE O. DYKES, JR.
F. A. FORD, JR.
SAM N. MASTERS
PHILIP L. PARTRIDGE
BRYAN D. AUSTIN
E. CHANNING COOLIDGE, JR.
DONALD B. DEMPSEY, JR.

*BOARD CERTIFIED ESTATE PLANNING AND PROBATE LAWYER
*CERTIFIED CIRCUIT MEDIATOR

DELAND

145 EAST RICH AVE.
POST OFFICE BOX 48
DELAND, FLORIDA 32721-0048
(904) 734-3451
FACSIMILE (904) 736-1350

DAYTONA

543 SOUTH RIDGEWOOD AVE.
POST OFFICE BOX 265428
DAYTONA BEACH, FLORIDA 32126-5428
(904) 252-4717
FACSIMILE (904) 253-7352

DELTONA

SUITE 204, MEDICAL ARTS CENTER
1555 SAXON BOULEVARD
DELTONA, FLORIDA 32725-5822
(407) 574-1461
FACSIMILE (407) 574-0242

J. COMPTON FRENCH
FRANK A. FORD, SR.
OF COUNSEL

PLEASE REPLY TO:

DeLand Office

February 3, 1995

Secretary of State
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

100001398781
-02/07/95--01023--019
*****70.00 *****70.00

Dear Sir/Madam:

RE: ORANGE CITY AUTO UPHOLSTERY, INC.

Enclosed herein is the original and one copy of the executed Articles of Incorporation for the above named corporation together with the Designation of Registered Agent. Please return a conformed copy of same to the office indicated above.

Also enclosed is our check in the amount of \$70.00 made payable to the Department of State in payment of the following fees:

Filing Fee	\$35
Designation of Registered Agent	<u>35</u>
Total	\$70

Thank you for your cooperation and if you should have any questions, please feel free to contact me or Mr. Austin at your earliest convenience.

Sincerely,

Ruth D. Stanley
Ruth D. Stanley, CLA
to Bryan D. Austin

Enclosures

FILED
SECRETARY OF STATE
SECTION OF RECORDS
FEB-6 PM 3:52

ARTICLES OF INCORPORATION
OF
ORANGE CITY AUTO UPHOLSTERY, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -5 PM 52

ARTICLE I. NAME

The name of this corporation is **ORANGE CITY AUTO UPHOLSTERY, INC.**

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized as a small business corporation for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares, all of which shall be voting common shares with a par value of one dollar.

ARTICLE V. PREEMPTIVE RIGHTS

The holders of the corporation's issued and outstanding common shares shall have the right ("preemptive right") during a reasonable time and on reasonable conditions, both to be fixed by the current shareholders of this corporation, to purchase those common shares or other securities, as the case may be, in those proportions as would, if all the preemptive rights granted were exercised, preserve the relative unlimited dividend rights and voting rights of the then holders. The price or prices at which those common shares or other securities shall be issued to the then holders of the corporation's issued and outstanding shares shall be no less favorable than the price or prices at which those common shares or other securities are proposed to be offered for sale to others. This provision is subject to more specific provisions which may be set forth in the Bylaws of this corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

**1160 East Industrial Drive # D
Orange City, FL 32763**

and the name of the initial registered agent of this corporation at this address is:

LEE RABA

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

**1160 East Industrial Drive # D
Orange City, FL 32763**

ARTICLE VIII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of the corporation who shall hold office for the first year of the corporation's existence or until her successor is elected and has qualified is as follows:

**MONIKA MCELYEA
1875 Quail Hollow Drive
DeLand, FL 32720**

ARTICLE X. OFFICERS

The officers of this corporation shall be a President, Secretary, Treasurer and such other officers as the Directors shall deem necessary. The names, titles and addresses of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation, and the laws of the State of Florida, for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

PRESIDENT: **LEE RABA**
 1875 Quail Hollow Drive
 DeLand, FL 32720

SECRETARY: **MONIKA MCELYEA**
 1875 Quail Hollow Drive
 DeLand, FL 32720

TREASURER: **MONIKA MCELYEA**
 1875 Quail Hollow Drive
 DeLand, FL 32720

ARTICLE XI. INCORPORATOR

The name and address of the individual signing these Articles is:

MONIKA MCELYEA
1875 Quail Hollow Drive
DeLand, FL 32720

ARTICLE XII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders of this corporation.

ARTICLE XIII. RESTRICTIONS ON TRANSFER OF STOCK

A. Shares held may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

B. If the shareholders of this corporation elect for this corporation to be taxed as a Subchapter S corporation (as that term is defined in the Internal Revenue Code) then the following provisions shall apply.

No stockholder shall transfer all or any part of his shares of the corporation's stock if that transfer would cause an election made by the corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void. Without limiting the foregoing, any purported transfer will be null and void if, under the provisions of the Internal Revenue Code in effect at the time of the purported transfer,:

(1) the transferee is a person ineligible to be a stockholder in an S corporation, or

(2) the number of stockholders in the corporation immediately after the transfer would exceed the maximum number an S corporation is allowed to have.

This provision is subject to more specific provisions which may be set forth within the Bylaws or Shareholder's Agreement of this corporation.

ARTICLE XIV. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV. SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

ARTICLE XVI. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any affiliated group.

ARTICLE XVII. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of February, 1995.



MONIKA MCELYEA, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **MONIKA MCELYEA** (who did/did not take an oath), known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of February, 1995.



Ruth Davis Stanley
Notary Public, State of Florida
RUTH DAVIS STANLEY
Typed Name of Notary
Commission No.: CC 288713
My Commission Expires: 5/23/97
Personally Known OR Produced Identification XX
Type of Identification Produced Current Florida D/L
FL D/L M240-557-40-646-0

DESIGNATION OF REGISTERED AGENT

The undersigned incorporator of **ORANGE CITY AUTO UPHOLSTERY, INC.**, hereby designates the following individual as registered agent for this corporation:

LEE RABA
1160 East Industrial Drive # D
Orange City, FL 32763

Monika McElyea
MONIKA MCELYEA, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent for **ORANGE CITY AUTO UPHOLSTERY, INC.**

DATED this 3 day of February, 1995.

Lee Raba
LEE RABA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -6 PM 3:52

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

APPROVED
AND
FILED

1996 NOV -8 AM 8:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P95000011192**

1. Corporation Name

ORANGE CITY AUTO UPHOLSTERY, INC.

Principal Place of Business

**1160 E INDUSTRIAL DR
#D
ORANGE CITY FL 32763**

Mailing Address

**1160 E INDUSTRIAL DR
#D
ORANGE CITY FL 32763**

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, If Applicable

3. New Mailing Office Address, If Applicable

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

4. Date Incorporated or Qualified
To Do Business in Florida

02/08/1995

5. FEI Number

59-3296006

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☐

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
PST	RABA, LEE	1675 GUAL HOLLOW DR 1160 E INDUSTRIAL DR #D	ORANGE CITY, FL 32763
STB	WIGLEYA-MONIKA	1675 GUAL HOLLOW DR	ORANGE CITY, FL 32763

**100002005391--3
-11/15/96--01008--014
****375.00 ****375.00**

REINSTATEMENT

8. Name and Address of Current Registered Agent

**RABA, LEE
1160 E INDUSTRIAL DR
#D
ORANGE CITY FL 32763**

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State
FL

Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent

Lee Raba

Date **9/19/96**

REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☒ No ☐

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

Lee Raba
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9/19/96 (904) 774-7470
Date Daytime Phone #